

**Exhibit 40
Filed Under Seal**

To: Aaron Luber[aluber@google.com]
From: Kristen Bender[/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=D087E9FA91C14AEFA5F19FABE189C311-KRISTEN BEN]
Sent: Mon 5/5/2014 5:42:47 PM Eastern Standard Time
Subject: FW: YouTube / Sonos - CES Followup (Business/Marketing)
Attachment: SMAPI_Front End Agreement_08.01.12 F.docx
Attachment: SMAPI_Back End Agreement F_08 01 12.docx

Here you go!

Thanks,

KB

From: Kristen Bender <kristen.bender@sonos.com>
Date: Thursday, January 23, 2014 at 4:56 PM
To: Aaron Luber <aluber@google.com>, Laura Cook <Laura.Cook@sonos.com>, Cristina Kown <cristina.kown@sonos.com>
Cc: Dominik Sanya <dominiksanya@google.com>, Adam Graham <adam.graham@sonos.com>
Subject: Re: YouTube / Sonos - CES Followup (Business/Marketing)

Aaron,

Thanks so much for following up – we're really looking forward to partnering deeply with YouTube – and that meeting was a great start to us working together in 2014!

Regarding next steps:

- We're excited to having a deeper technical discussion with the team. Let me know when Chris and Gowri are ready to chat – I want to make sure we have the right players from our end on that call/email. Also, we want to talk "casting" from YouTube as well...I brought Andy Schulert to that meeting from my side – would love to get him and Andy B connected to keep that discussion going.
- Deal terms – I've attached our standard SMAPI agreement for you to review. If the team has already accessed our API, then the front end developer agreement has already been "signed". Regarding a deeper agreement around "casting" - we didn't do anything specific with Google around implementing the MRP APIs so the casting functionality works with Sonos. Let me know if you want to jump on a call to discuss. We barely made any changes to the back end agreement when doing the deal with Google Play (TK).
- Re: Beats Music – thanks! The teams worked hard to make that available on Sonos DAY 1. I'd love to replicate that with YouTube – it's a really excellent launch story. We should shoot for that as a goal for sure.
- Re: bi-weekly. Let's begin with us syncing on next steps. Then a kick off call/in person kick off meeting should happen soon. There is a lot of planning/discussion that we need to have – around product, business, marketing, etc. I find that a deep dive with the team always kicks off the product partnership on the right foot. Want to jump on a quick planning/kick off call next week or the week after?
- AND...I want to make sure all YouTube folks that will be working with us are happy Sonos customers! I reached out to Andy with a note to send me his gear request – can you let me know who needs what as a wish list and I will make it happen?

Looking forward to moving this along!

My Best,

Kristen

From: Aaron Luber <aluber@google.com>
Date: Thursday, January 23, 2014 3:05 PM
To: Laura Cook <Laura.Cook@sonos.com>, Cristina Kown <cristina.kown@sonos.com>, Kristen Bender <kristen.bender@sonos.com>
Cc: Dominik Sanya <dominiksanya@google.com>
Subject: YouTube / Sonos - CES Followup (Business/Marketing)

Hey guys...want to send thru a followup from our CES meeting, thanks again for taking the time to get together and, of course, great hanging at our reception (sorry we didn't have more time...a dinner is very much needed as soon as we are all in the same place).

I wanted to send an email specific to marketing and business next steps...we'll also follow up a tech email in the coming weeks with Gowri and Chris included. We are having a number of planning discussions as we speak to determine the best way to start following up integration.

For our overall momentum...here are the major points as I see them (please feel free to add):

- Kristen...you've mentioned basic deal terms you've negotiated with other service providers, can you share examples or more info here...also if we go the route of "Play to Sonos" / Google Play, what are the deal terms that you've been negotiating with those guys? I will also follow up with Ted K here...
- Let's begin planning for annual marketing efforts...nice work on the Beats integration, we obviously noticed this and think it's critical to be working on the same type of launch (or as close to launch) integration as you rolled out with these guys...
- Let's get a bi-weekly (or monthly to begin) call on the books...can you provide some suggested times that work for you guys?

How about we get a followup back on the books for begin of Feb...let us know if that works and then we'll get our bi-weekly/monthly going from there.

Thanks and talk soon...

-aaron